

## Master Code of Ethics

This code of ethics is enacted to provide a standard of conduct for the Committee Members in any capacity, compensated or volunteer, with Boca Grove ("BGPOA"). All persons subject to this code of ethics are expected to comply in substance and in spirit with its standards.

### STATEMENT OF POLICY

It is the express policy of BGPOA that, in the conduct of the affairs of BGPOA and in any other activities with which the name of BGPOA may be associated, each person subject to this code of ethics shall behave in a moral and lawful fashion, and in conformance with good business and personal ethics, and shall avoid conflicts of interest or the appearance of conflicts of interest. It is imperative that no one shall commit any act, which shall bring dishonor to BGPOA or adversely reflect upon its outstanding reputation.

The terms "immoral" or "unethical" are terms difficult to define. What is meant by these terms involves analysis of moral and legal issues, and established codes of conduct and practice. No hard and fast rule can satisfactorily cover all situations.

Nevertheless, certain criteria are helpful in determining the propriety of a particular activity. Most individuals have a keen awareness of right and wrong and "fair play" and this, coupled with plain common sense, should deter one from conducting oneself improperly.

However, perhaps the best test to use to determine the propriety of any questionable conduct is this: If the particular activity were made known to the general public, would the individual still go ahead and perform the questioned activity? If the answer is no or there are serious doubts, then the questioned conduct should be closely re-examined. If one follows this test, in all of one's activities, that individual should have no problem conforming to this code of ethics.

This code of ethics is not the exclusive source of standards and policies, and is in addition to all other policies and procedures of BGPOA. Such other policies and procedures include, but are not limited to, those contained in the bylaws of BGPOA, general BGPOA rules and employment manuals, as they may be amended from time to time.

Full compliance with this code of ethics is required. Deviations may be determined to be sufficient grounds for removal from office in the case of officers, and removal from a designated position in the case of non-compensated personnel. When in doubt about any proposed action, which may be a potential deviation from these standards, it is the responsibility of the individual to seek approval in advance, from the president of the Board of Directors or general manager in all cases.

Boca Grove committees shall formulate programs and submit recommendations to the Board of Directors for ultimate approval. The officers of BGPOA shall have control of the execution of the programs and recommendations approved by the Board of Directors. Each committee shall act only as a consultant and advisor to the Board of Directors and officers, and may not act on behalf of BGPOA or bind it to any actions.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

### **General:**

While in the performance of their responsibilities, all persons subject to this code of ethics shall comply with all applicable laws and regulations.

While it is not practical to attempt to list all laws to which BGPOA is subject, it is obvious that no one subject to this code of ethics should encourage or participate, directly or indirectly, in misappropriation or conversion of property. We must not participate in any fraudulent or deceptive activities toward BGPOA, its members or suppliers, or anyone else with whom we have association. Examples of such prohibited activities include “kickbacks,” inflated billings, or the offering, directly or indirectly, of money, goods or services where the purpose of the action is to influence a person to act contrary to the interests of BGPOA or that person’s own employer or principal. Because of their significance, further reference is made to laws involving non-discrimination, corporate records and political contributions.

### **Non-Discrimination:**

BGPOA is committed to comply with all laws under which it is bound, prohibiting discrimination because of race, color, religion, national origin, age, physical condition or sex, and to provide an environment free of sexual harassment, as well as harassment of any kind. All persons subject to this code of ethics shall observe and support this policy.

### **Records:**

Accurate and reliable records shall be maintained at all times. All payments of money, transfers of property, furnishing of services and other transactions, must be reflected in full detail in the appropriate accounting and other records of BGPOA.

All persons subject to this code of ethics shall make full and prompt disclosure of all relevant information, and shall otherwise fully cooperate with internal or external auditors, or BGPOA legal counsel, in the course of compliance audits or investigations with respect to this guideline.

### **Political Contributions:**

Federal law prohibits corporations from making direct or indirect political contributions to any federal office-holder or office-seeker. No one subject to this code of ethics shall make, in the name of BGPOA, or pen-nit the making of any political contributions, direct or indirect, when the potential for or appearance of a conflict of interest involving BGPOA may exist. This policy shall not be deemed to discourage anyone from making political contributions out of their personal funds.

## **CONFIDENTIALITY**

BGPOA prides itself on promptly informing its members and the community concerning its activities and operations. However, as in the case of all organizations, individuals subject to this code of ethics may on occasion be granted access to privileged or confidential BGPOA information. The unauthorized disclosure of any such privileged and confidential information, particularly as it may relate to employment issues, could adversely affect BGPOA and the private rights of other persons. The misuse of privileged or confidential information, or the disclosure of such information to outsiders or to others who do not have a “need to know” the information, is a breach of this code of ethics.

## **WHISTLEBLOWER POLICY**

Any employee of BGPOA can bring to the attention of a Board member any concerns he or she may have with regard to any suspected misbehavior on the part of any other employee, manager, Board member or BGPOA member for consideration. All such referrals will remain confidential.

## **CONFLICTS OF INTEREST**

### **General:**

BGPOA relies on the good faith of its directors, officers, committee members, other volunteers and compensated staff in the exercise of their responsibilities to BGPOA. All business judgements on behalf of BGPOA should be made on the basis of such trust and in BGPOA’s best interests. The officers and employees should avoid situations in their personal activities, which are, or appear to be, in conflict with their responsibilities to BGPOA.

Although it is impractical to attempt to define every situation which might be considered a conflict of interest, activities of a person subject to this code of ethics may influence that person’s judgement in the performance of duties to or on behalf of BGPOA.

The following list, while by no means all-inclusive, contains examples of activities or actions, which are to be avoided.

1. Accepting anything more than nominal value, including loans (other than bank loans) and trips from persons with whom BGPOA does business without the prior written approval of the Board of Directors. Gifts or favors of nominal value may be accepted to the extent they meet general standards of ethical business conduct, involve no element of concealment, and are accepted on a reciprocal basis so no element of obligation remains.
2. Misuse, abuse or theft of BGPOA property, or failure to report such actions being committed by others to appropriate BGPOA authority.
3. The personal use of corporate resources, such as facilities, services, supplies and equipment without appropriate permission. This, of course, does not apply to the use of such resources in the performance of one’s job or assignment, as applicable.

4. Directly or indirectly engaging in the sale, rental or purchase of any personal or real property, or services to or from the BGPOA, other than routine purchases of merchandise through normal sales outlets.
5. Appropriating to oneself the benefit or opportunity, which comes as a result of knowledge gained in the course of one's duties to or on behalf of the BGPOA, without the prior written approval from the Board of Directors.
6. Committing an act or permitting an action, which is construed or generally accepted by the community or this BGPOA, to be unethical or in violation of the law.
7. The BGPOA shall not engage in business with any person or business in which a board member or employee (in a decision making capacity) has an existing personal or business relationship (this does not include holding stock in a large public corporation unless the person is an officer of that corporation).

#### **Disclosure Procedure:**

Because it is not possible to list all situations or relationships which might create conflicts of interest problems, and because each situation must be evaluated on the facts, persons subject to this code of ethics should promptly disclose to the Board of Directors in all other cases, any circumstances which might constitute violations of the guideline.

#### **SPECIAL PROVISIONS APPLICABLE TO NON-EMPLOYEES**

Persons subject to this code of ethics shall not be entitled to compensation in any form for services rendered to or for BGPOA. Reimbursement of authorized expenses reasonably incurred in performance of duties on behalf of BGPOA shall be allowed, provided that application for reimbursement is made in accordance with BGPOA procedures.

No one shall use his or her position with BGPOA to obtain special consideration or favors for that individual, or for members of that individual's family.

BGPOA will not engage in business activities with any employee outside the scope of their employment or engagement.

#### **IMPLEMENTATION**

The administration of this code of ethics shall be the responsibility of the Board of Directors, who shall delegate such functions, as it deems appropriate to the general manager of BGPOA.

Any questions with respect to compliance with this code of ethics should be directed to the Board of Directors of BGPOA. The necessity for strict compliance cannot be over-emphasized.

Every director, officer, committee chairman, committee vice-chairman and employee in a supervisory capacity shall take steps to insure that this code of ethics is made known to all persons under their responsibility, and that there is full compliance with its standards at all times.

Any exceptions to the master Code of Conduct must be because it is of critical business necessity and no alternative exists. In addition it must be approved by the board and the head of the finance committee.

## **MASTER CODE OF ETHICS ACCEPTANCE**

I hereby acknowledge that I have received a copy of the code of ethics of Boca Grove Property Owners Association, Inc. ("BGPOA"), and that I have read the code of ethics and understand its contents. I hereby confirm that since the date of my election or appointment to office or employment, as applicable, I have complied with the code of ethics and will continue to do so. I agree to make known the code of ethics to all persons under my supervision and to take action to assure compliance at all times with its standards. I further understand that my violation of the code of ethics will render me liable for removal from office or termination of employment, as applicable under BGPOA's bylaws and rules and regulations, and such other disciplinary action and remedies, as BGPOA may deem appropriate.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_